

EXHIBIT 18

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2013 or tax year beginning

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf, and ending

OMB NO. 1545-0952

2013

Version 2013-01-01

Name of foundation

HUBERFELD FAMILY FOUNDATION INC

Number and street (or P.O. box number if mail is not delivered to street address)

152 WEST 57TH STREET

A Employer identification number

13-4042543

City or town, state or province, country, and ZIP or foreign postal code

NEW YORK, NY 10019

B Telephone number

212-571-0500

G Check all that apply:

- Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

C If exemption application is pending, check here ► H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationD 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 50% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)

► \$ 43286785. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (d).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	2400000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sec. 8 information on savings and temporary cash investments				
3 Dividends and interest from securities	56643.	56643.		STATEMENT 1
5a Gross rents	1249885.	1249885.		STATEMENT 2
6a Net rental income or (loss)				
6b Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	339785.			
7 Capital gain net income (from Part IV, line 2)		339785.		
8 Net short-term capital gain				
9 Income modifications Gross sales less returns				
10a End allowances				
b Less: Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total, Add lines 1 through 11	4046313.	1646313.		
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	33579.	0.		0.
c Other professional fees				
17 Interest				
18 Taxes STMT 4	32939.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 5	1648.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	68166.	0.		0.
25 Contributions, gifts, grants paid	3109731.			3109731.
26 Total expenses and disbursements. Add lines 24 and 25	3177897.	0.		3109731.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	868416.			
b Net investment income (if negative, enter -0-)		1646313.		
c Adjusted net income (if negative, enter -0-)			N/A	

00-10-13 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

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2013.04000 HUBERFELD FAMILY FOUNDATION 404571
HFF000218

Form 990-PF (2013)

HUBERFELD FAMILY FOUNDATION INC

13-4042543

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Part VII-B | Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
 Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A** **5b**
- Organizations relying on a current notice regarding disaster assistance check here ►
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No
- If "Yes," attach the statement required by Regulations section 53.4945-5(d).
- d Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No **6b** **X**
- e Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.
- f At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No **N/A** **7b**
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

Part VIII | Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and other paid compensation	(e) Expense account, other allowances
MURRAY HUBERFELD 15 MANOR LANE LAWRENCE, NY 11559	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
ALEXANDER HUBERFELD 15 MANOR LANE LAWRENCE, NY 11559	DIRECTOR 0.00	0.	0.	0.
RACHEL HUBERFELD 15 MANOR LANE LAWRENCE, NY 11559	SECRETARY/TREAS/DIRECTOR 0.00	0.	0.	0.
JESSICA BEREN 420 WEST END AVENUE NEW YORK, NY 10024	DIRECTOR 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and other paid compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

► 0

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HUBERFELD FAMILY FOUNDATION INC

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
APPLE BANK	9162.	9162.	
BANK OF AMERICA	1977.	1977.	
CAPITAL ONE BANK	4230.	4230.	
DIME SAVINGS BANK	7349.	7349.	
ING DIRECT	4022.	4022.	
METROPOLITAN NATIONAL BANK	882.	882.	
PROVIDENT BANK	500.	500.	
SIGNATURE BANK	28521.	28521.	
TOTAL TO PART I, LINE 3	56643.	56643.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ARON ELBOGEN					
JUST	92000.	0.	92000.	92000.	
BAYBERRY CONSUMER					
FINANCE FUND LLC	987335.	0.	987335.	987335.	
GRIDE SOFTWARE	1121.	0.	1121.	1121.	
JMT HOLDING	12999.	0.	12999.	12999.	
KIMMEL & KIMMEL	19344.	0.	19344.	19344.	
LONGWOOD FINANCE					
FUND LLC	38741.	0.	38741.	38741.	
MANHATTAN YORK					
EQUITIES	9000.	0.	9000.	9000.	
MECHON LEHORRAH	5.	0.	5.	5.	
PLATINUM PARTNERS					
BLACK ELK	89340.	0.	89340.	89340.	
TO PART I, LINE 4	1249885.	0.	1249885.	1249885.	

HUBERFELD FAMILY FOUNDATION INC

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FORM 990-PF

OTHER NOTES AND LOANS REPORTED SEPARATELY

STATEMENT 6

BORROWER'S NAME		TERMS OF REPAYMENT		INTEREST RATE			
MORTGAGES RECEIVABLE		VARIOUS		12.00%			
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION			
07/01/10	12/31/14	6210000.	REAL ESTATE MORTGAGES	0.			
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN					
REAL ESTATE MORTGAGE		INVESTMENT					
RELATIONSHIP OF BORROWER		BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN			
NONE		1684867.	0.	1684867.			
BORROWER'S NAME		TERMS OF REPAYMENT		INTEREST RATE			
SAMUEL REICH				.00%			
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION			
06/29/11	12/31/11	4998.		0.			
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN					
PERSONAL GUARANTY							
RELATIONSHIP OF BORROWER		BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN			
NONE		4998.	0.	4998.			

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
TRISTATE PODIATRY PC			2222/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
01/07/08	12/31/14	20000.		0.
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN	
PERSONAL GUARANTY			HELP NEEDY INDIVIDUAL	
RELATIONSHIP OF BORROWER			DOUBTFUL ACCT BALANCE DUE	FMV OF LOAN ALLOWANCE
NONE			22361.	0. 22361.
BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
D. REIS			LUMP SUM	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
12/01/08	12/01/09	25000.		0.
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN	
PERSONAL GUARANTY			ASSIST INDIVIDUAL IN NEED	
RELATIONSHIP OF BORROWER			DOUBTFUL ACCT BALANCE DUE	FMV OF LOAN ALLOWANCE
NONE			25000.	0. 25000.

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30 STATEMENT(S) 6
2013.04000 HUBERFELD FAMILY FOUNDATION 404571
PFT000247

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME	TERMS OF REPAYMENT	INTEREST RATE		
AARON ELBOGEN IRREVOCABLE TRUST	\$2500000 09/11 & 1500000 03/13	7.00%		
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
09/08/09	09/14/14	1500000.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
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INVESTMENTS IN TWO PARTNERSHIPS

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	1000000.	0.	1000000.

BORROWER'S NAME **TERMS OF REPAYMENT** **INTEREST RATE**

BATES LOAN LUMP SUM 12.008

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
1/31/11	12/31/14	262500.		0.

SECURITY PROVIDED BY BORROWER PURPOSE OF LOAN

GUARANTEES AND MORTGAGES **INVESTMENT**

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
	375035.	0.	375035.

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE	
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	LUMP SUM	.00%	
11/26/12	05/08/13	100000.			0.
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN			
PERSONAL GUARANTIES		HELP COMPANY			
RELATIONSHIP OF BORROWER			BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE			0.	0.	0.
BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE	
MICHAEL SCHICK			LUMP SUM	.00%	
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	
01/09/12	12/31/13	20000.			0.
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN			
PERSONAL GUARANTIES		HELP NEEDY INDIVIDUAL			
RELATIONSHIP OF BORROWER			BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE			0.	0.	0.

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE	
AMERICAN FRIENDS OF YESHIVA MIR			LUMP SUM	.00%	
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	
12/06/12	01/13/13	500000.		0.	
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN		
NONE			ASSIST EDUCATIONAL INSTITUTION		
RELATIONSHIP OF BORROWER			BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE			0.	0.	0.
BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE	
H PEARLSTEIN			10000/MO	.00%	
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	
08/09/12		135000.		0.	
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN		
INSURANCE POLICY					
RELATIONSHIP OF BORROWER			BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE			75000.	0.	75000.

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE	
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	LUMP SUM	.00%	
06/17/13		1369730.		0.	
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN			
		ASSIST LOANS MADE BY RELATED FOUNDATION			
RELATIONSHIP OF BORROWER			DOUBTFUL ACCT BALANCE DUE	ALLOWANCE	FMV OF LOAN
RELATED FOUNDATION			882230.	0.	882230.
BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE	
MANHATTANVILLE LANGER			LUMP SUM	12.00%	
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	
1/13/13	12/31/14	1000000.		0.	
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN			
		INVESTMENT			
RELATIONSHIP OF BORROWER			DOUBTFUL ACCT BALANCE DUE	ALLOWANCE	FMV OF LOAN
NONE			1000000.	0.	1000000.

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BORROWER'S NAME		TERMS OF REPAYMENT		INTEREST RATE	
FINSBURY TRUST				.00%	
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	
10/21/13	10/21/14	50000.		0.	
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN			
PERSONAL GUARANTIES		LOAN TO NEEDY INDIVIDUAL			
RELATIONSHIP OF BORROWER		BALANCE DUE	DOUTBFUL ACCT ALLOWANCE	FMV OF LOAN	
NONE		50000.	0.	50000.	
BORROWER'S NAME		TERMS OF REPAYMENT		INTEREST RATE	
A ORATZ		12000/MO		.00%	
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	
05/06/13	03/02/14	300000.		0.	
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN			
PERSONAL GUARANTIES		LOAN TO NEEDY INDIVIDUAL			
RELATIONSHIP OF BORROWER		BALANCE DUE	DOUTBFUL ACCT ALLOWANCE	FMV OF LOAN	
NONE		36000.	0.	36000.	

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE	
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	LUMP SUM	7.00%	
11/07/13	11/07/14	1000000.			0.
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN		
PERSONAL GUARANTIES			INVESTMENT		
RELATIONSHIP OF BORROWER			BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE			1000000.	0.	1000000.
BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE	
JMT HOLDINGS LLC			LUMP SUM	5.00%	
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	
08/21/13	04/14/14	630000.			0.
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN		
INVESTMENT					
RELATIONSHIP OF BORROWER			BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE			630000.	0.	630000.
TOTAL TO FORM 990-PF, PART II, LINE 7			6785491.	0.	6785491.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
PLATINUM PARTNERS VALUE ARBITRAGE (INTERNATIONAL) LTD	2595299.	12408847.	
TANGER ENERGY	224456.	7214.	
TINTIC GOLD MINES	58000.	725.	
PLATINUM LIQUID OPPORTUNITY FUND LTD	1666792.	2186108.	

HUBERFELD FAMILY FOUNDATION INC		13-4042543
17 GROUP INC	166666.	166666.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4711213.	14769560.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BAYBERRY FUND LLC	COST	3772841.	3772841.
LONGWOOD FINANCE FUND LLC	COST	0.	0.
KLEIN INSURANCE POLICY	COST	617800.	617800.
PLATINUM PARTNERS BLACK ELK	COST	1000000.	1073920.
TOTAL TO FORM 990-PF, PART II, LINE 13		5390641.	5464561.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	9
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
SUSPENSE	2660.	2660.	
EXCISE TAX PAYABLE	0.	677.	
TOTAL TO FORM 990-PF, PART II, LINE 22	2660.	3337.	

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	10
NAME OF CONTRIBUTOR	ADDRESS		
MURRAY HUBERFELD	15 MANOR LANE LAWRENCE, NY 11559		